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RECORDATION NO. 23204-BBB FILED

MAR 01 '02

11-05 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Equipment Bill of Sale, dated as of February 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.- SS.

The names and addresses of the parties to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

[Buyer: NBC Leasing Company
1927 First Avenue North
Birmingham, AL 35203]

A description of the railroad equipment covered by the enclosed document is:

Two (2) locomotives NS 5525 and NS 5526

Mr. Vernon A. Williams
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Page Two

A short summary of the document to appear in the index is:

Equipment Bill of Sale

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Alvord', with a horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment").

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 10 dated as of November 30, 2001, by and between Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 25th day of February, 2002.

WITNESS:

Humphreys

ALLFIRST BANK

By: P. L. Gettings
Paul L. Gettings
Vice President

RECORDATION NO. 23201-1383 FILED

MAR 01 '02

11-05 AM

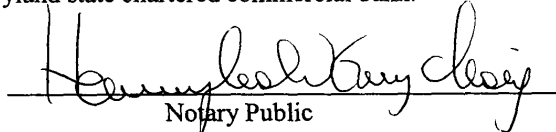
SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE)

The foregoing Equipment Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 26th day of February, 2002 by Paul L. Gettings, a Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.


Notary Public

My commission expires:
HENRYKA W. GRYN-CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005
[Notarial Seal]

ANNEX A

Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2825	7307-03	NS 5525
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS-2875	5778-16	NS 5526